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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

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In re:	: Chapter 11
	:
710 Long Ridge Road Operating Company II,	: Case No. 13-13653
LLC, <i>et al.</i> ,	:
	:
Debtors. <sup>1</sup>	: Hon. Donald H. Steckroth
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**LIMITED OBJECTION AND RESERVATION OF RIGHTS OF THE  
MANUFACTURERS AND TRADERS TRUST COMPANY TO THE DEBTORS'  
MOTION FOR AN ORDER: (A) APPROVING THE ADEQUACY OF THE  
DISCLOSURE STATEMENT PURSUANT TO 11 U.S.C. § 1125(B); (B) FIXING A  
RECORD DATE FOR VOTING AND PROCEDURES FOR TEMPORARY  
ALLOWANCE OR DISALLOWANCE OF CLAIMS FOR VOTING PURPOSES; (C)  
APPROVING SOLICITATION PACKAGES AND DISTRIBUTION PROCEDURES  
FOR SAME; (D) APPROVING FORM OF BALLOT AND PROCEDURES FOR  
VOTING ON PLAN OF REORGANIZATION; AND (E) SCHEDULING A  
CONFIRMATION HEARING AND APPROVING NOTICE AND  
PROCEDURES FOR OBJECTING TO PLAN CONFIRMATION**

Manufacturers and Traders Trust Company, a New York banking corporation ( "M&T" ),  
by and through its undersigned counsel, hereby submits this limited objection and reservation of

<sup>1</sup> The Debtors in these chapter 11 cases (the "Cases"), along with the last four digits of each Debtor's federal identification number are: 710 Long Ridge Road Operating Company II, LLC d/b/a Long Ridge of Stamford (4809), 240 Church Street Operating Company II, LLC d/b/a Newington Health Care Center (4730), 1 Burr Road Operating Company II, LLC d/b/a Westport Health Care Center (4839), 245 Orange Avenue Operating Company II, LLC d/b/a West River Health Care Center (4716) and 107 Osborne Street Operating Company II, LLC d/b/a Danbury Health Care Center (4676).

rights (the “Limited Objection”) to the Motion for an Order (A) Approving the Adequacy of the Disclosure Statement Pursuant to 11 U.S.C. § 1125(b); (B) Fixing a Record Date for Voting and Procedures for Temporary Allowance or Disallowance of Claims for Voting Purposes; (C) Approving Solicitation Packages and Distribution Procedures for Same; (D) Approving Form of Ballot and Procedures for Voting on Plan of Reorganization; and (E) Scheduling a Confirmation Hearing and Approving Notice and Procedures for Objecting to Plan Confirmation [Docket No. 607] (the “Disclosure Statement Motion”), which was filed by the debtors and debtors-in-possession (collectively, the “Debtors”) in the Cases. In support of this Limited Objection, M&T respectfully states as follows:

**LIMITED OBJECTION AND RESERVATION OF RIGHTS**

1. On October 22, 2013, the Debtors filed the Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Joint Chapter 11 Plan of Reorganization of 710 Long Ridge Road Operating Company II, LLC, et al. [Docket No. 605] (the “Disclosure Statement”), which accompanies the Joint Chapter 11 Plan of Reorganization of 710 Long Ridge Road Operating Company II, LLC, et al. [Docket No. 606] (the “Plan”).<sup>2</sup>

2. The Plan classifies M&T’s secured claim (the “M&T Claim”) in Class 3 and provides that M&T may vote to accept or reject the Plan because the M&T Claim is impaired.

3. The Plan contemplates that exit financing will be provided in accordance with the New Credit Agreement and the New Credit Agreement Term Sheet. *See* Plan, §§ 1.92, 1.93 and 4.5. The Plan proposes that such exit financing rank senior to the M&T Claim. *See* Plan, § 2.3E(b).

4. The Disclosure Statement does not currently include meaningful disclosure regarding the terms and conditions of the Debtors’ proposed exit financing, including with

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<sup>2</sup> Capitalized terms used herein but otherwise undefined shall have the meaning ascribed to such terms in the Plan.

respect to the inter-creditor relationship as between M&T and the exit financier. Because such exit financing directly affects the M&T Claim, M&T needs additional information to make an informed judgment about the Plan, as required by section 1125(b) of title 11 of chapter 11 of the United States Code.

5. M&T is currently working with the Debtors to address disclosure issues regarding the exit financing, and is hopeful that such issues will be resolved in advance of the hearing on the Disclosure Statement Motion. M&T reserves its rights (a) to modify, amend and/or supplement this Limited Objection and (b) to object to the Plan and its proposed treatment of the M&T Claim. Nothing contained herein shall constitute a waiver of any of M&T's rights or remedies and all such rights are hereby expressly reserved.

Dated: November 13, 2013  
New York, New York

GREENBERG TRAURIG, LLP

/s/ Nathan A. Haynes

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